

Limited Partnerships Act 1907

CHFP025

LP6

Statement specifying the nature of a change in the limited partnership and statement of increase in the amount contributed (in cash or otherwise) by limited partners.

Pursuant to section 9 of the Limited Partnerships Act 1907 (see Note 1)

Registration No. LP015583

Name of firm Graphite Capital Partners VIII Top Up A LP

The changes specified below have been made or have occurred in this limited partnership: (see notes overleaf):

a. Firm name	Previous name Graphite Capital Partners VIII Top Up A LP	New name Graphite Capital Partners VIII Top Up Fund A LP	
b. General nature of the business	Business previously carried on N/A	Business now carried on N/A	
c. Principal place of business	Previous place of business N/A	New place of business N/A	
d. Change in the partners or the name of any partner (see note 2) In the case of an authorised partnership state any change in the general partner or in the name of the general partner N/A			
e. Term or character of the partnership (see note 3) Where the change in character is authorisation as an authorised partnership or the revocation of such authorisation, give the date and the number of the authorisation order	Change in character N/A	Previous term N/A	New term N/A
f. Sum contributed by any limited partner (see note 4) Particulars of any increase in capital contributions must be provided at section h. Not applicable to an authorised partnership. N/A			

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g. Liability of any partner by reason of partner becoming a limited instead of a general partner or a general instead of a limited partner N/A		
h. Statement of increase in capital contributions (see note 4)		
Name of limited partner	Increase of additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)
N/A	N/A	N/A

Signature of firm



Graphite Capital General Partner VII LLP in its capacity as general partner of Graphite Capital General Partner VIII (Guernsey) LP

Presented by: Weil, Gotshal & Manges

110 Fetter Lane
London
EC4A 1AY
United Kingdom

Presenter's reference:

4613/50428.0003

NOTES

1. This form is also to be used to notify changes in a limited partnership which is a partnership scheme (within the meaning given by section 253A(5) of the Financial Services and Markets Act 2000) for which an authorisation order has been made under section 261D of that Act ("an authorised partnership"). The requirement to notify changes in partnership under section 9 of the Limited Partnerships Act 1907 has been modified for authorised partnerships by regulation 16(6) of the Collective Investment in Transferable Securities (Contractual Scheme) Regulation 2013.
2. Changes brought about by death, transfer of interests, increase in the number of partners or change of name of any partner must be notified here. In the case of an authorised partnership, any change in the general partner or in the name of the general partner must be notified here (no change in the limited partners or in the name of a limited partner is required to be notified).
3. If there is, or was, no definite term, state under 'previous term' the conditions under which the partnership was constituted and under 'new term' the conditions under which it is now constituted. In the case of an authorised partnership, notify here the making or revocation of the authorisation order by the Financial Conduct Authority (include the authorisation number).
4. Any variation in the sum contributed by any limited partner must be stated in section f. A statement of any increase in the amount of the partnership capital, whether arising from an increase of contributions or the introduction of fresh partners, must also be stated in section h. In the case of an authorised partnership, no change in the sum contributed by a limited partner is required to be notified.
6. Each change must be entered in the proper section (a., b., c., d., e., f., g., or h., as the case may be). Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
7. The statement must be signed at the end by the firm, and must be sent by post or delivered to the registrar for registration within seven days of the changes taking place.



FILE COPY

**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP
ON CHANGE OF NAME**

Company No. LP15583

I hereby certify that the firm

GRAPHITE CAPITAL PARTNERS VIII TOP UP A LP

having lodged a statement of particulars pursuant to section 9 of the
Limited Partnership Act 1907, is this day registered under the name of

**GRAPHITE CAPITAL PARTNERS VIII TOP UP FUND A
LP**

Given at Companies House on 3rd September 2013

Assistant Registrar of Limited Partnerships



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**